

CERTIFICATE OF RECORDATION

Handwritten initials

**RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.**

OFF. REC. 7965PC1036

I HEREBY CERTIFY that the attached amendment to the Bylaws of Riverglen of Brandon Homeowners' Association, Inc., was duly approved and adopted in the manner provided by the Declaration at a meeting of the membership held on November 17, 1995.

IN WITNESS WHEREOF, I have affixed my hand this 17th day of November, 1995, at Hillsborough County, Florida.

RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.

Mary Ann Luallen
Mary Ann Luallen, Managing Agent

STATE OF FLORIDA:
COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 17th day of November, 1995, by Mary Ann Luallen, Managing Agent for the Association, who is personally known to me and who did not take an oath.

Joni L. Franklin
Joni L. Franklin, Notary Public
State of Florida



Prepared by & return to:

Greenacre Properties, Inc. ✓
4131 Gunn Highway
Tampa, FL 33624

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

AMENDMENT TO THE BY-LAWS OF
RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC.

OFF. REC: 7965P61037

I.

The name of the corporation is Riverglen of Brandon Homeowners' Association, Inc.

II.

The members of the Association adopted this amendment on November 17, 1995, and the number of approving votes cast was in excess of two-thirds of the members, a number sufficient for approval.

III.

Article III, Section 5 of the By-Laws of Riverglen of Brandon Homeowners' Association, Inc. is hereby amended to provide as follows:

Present section deleted; see present Section for existing text: the following is a completely new Article III, Section 5.

Section 5. Nomination, Election and Removal. Each subdivision shall be represented by an equal number of Directors. If the number of Directors positions are not equally divisible by the number of subdivisions, then the remaining Director position or positions shall be considered at large positions and may be filled by any member of the Association. For example, assuming there are seven Directors, if there are three (3) subdivisions, then each subdivision will be represented by two (2) Directors. The remaining single Director position will be an at large position. Members shall be permitted to vote for candidates inside or outside their subdivision. The candidates with the most votes from each subdivision will fill the vacancies for that subdivision. In the event there are no nominees from a subdivision, then the positions reserved from that subdivision will be elected at large.

In the event a Director dies, resigns, is disqualified or otherwise is unable to serve, the remaining Directors shall choose by majority vote a replacement. The replacement will be from the same subdivision as the Director being replaced, except when the Director being replaced was elected at large, in which event the replacement Director may also be chosen at large. The effective date of this Amendment is the date that it is recorded in the Public Records in and for Hillsborough County, Florida. Following the effective date of this Amendment, the three Board members who have been elected at the most recent membership meeting prior to the said effective date shall be permitted to appoint, by majority vote, four (4) Directors in the proportions set forth herein in the same manner for filling vacancies on the Board.

Executed this 17th day of November, 1995.

WITNESSES:

Riverglen of Brandon Homeowners'
Association, Inc.

Joni L. Franklin
Signature

Joni L. Franklin
Print Name

Wendy Bredall
President: Wendy Bredall

Michael J. Babiwec
Signature

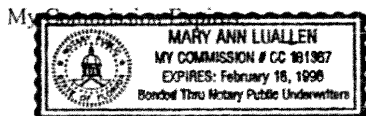
Mike Babiwec
Print Name

Marvin Young
Officer: Marvin Young

STATE OF FLORIDA: COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 17th day of November, 1995, by Wendy Bredall and Marvin Young, President and Officer of the Association, and they acknowledged to me that they executed the same for the purposes therein expressed and in the capacity therein stated. They are personally known to me and did (did not) take an oath.

Given under my hand and official seal this 17th day of November, 1995.



Mary Ann LualLEN
NOTARY PUBLIC - STATE OF FLORIDA
Mary Ann LualLEN
PRINT NAME

Prepared By and Return To:
Robert L. Tankel, Esquire
Becker & Poliakoff, P.A.
33 N. Garden Avenue, Suite 960
Clearwater Tower
Clearwater, FL 34615-4116

RICHARD AXE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

OFF: 7954PG 640
REC: 7954PG 640

**CERTIFICATE OF AMENDMENT TO THE
MASTER DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS
OF RIVERLEN, AMENDMENT TO DECLARATION
OF COVENANTS, CONDITIONS, RESTRICTIONS AND
EASEMENTS OF UNIT 1 AT RIVERGLEN, UNIT 2 AT
RIVERGLEN AND UNIT 3 AT RIVERGLEN AND AMENDMENT
TO THE ARTICLES OF INCORPORATION AND BY-LAWS OF
RIVERGLEN OF BRANDON HOMEOWNER'S ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached amendment to the Master Declaration of Covenants, Conditions, Restrictions and Easements Riverglen, Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Unit 1 at Riverglen, Unit 2 at Riverglen and Unit 3 at Riverglen and amendment to the Articles of Incorporation and By-Laws of Riverglen of Brandon Homeowner's Association, Inc., as described in the Official Records of Hillsborough County, Florida, were duly approved as required by the respective documents at a meeting of the membership held on April 20, 1995, in the manner prescribed by the respective documents.

IN WITNESS WHEREOF, we have affixed our hands this 30th day of May, 1995, at Hillsborough County, Florida.

Recording information of the respective documents is as follows: Master Declaration of Covenants, Conditions, Restrictions and Easements of Riverglen recorded at Book 5427, Page 307 et. seq.; Declaration of Covenants, Conditions, Restrictions and Easements of Unit 1 at Riverglen recorded at Book 5427 at Page 349, et. seq.; Declaration of Covenants, Conditions, Restrictions and Easements of Unit 2 at Riverglen recorded at Book 5626, Page 1958 et. seq.; and Declaration of Covenants, Conditions, Restrictions and Easements of Unit 3 at Riverglen recorded at Book 7354, Page 271 et. seq., all of the Public Records of Hillsborough County, Florida

(SEAL)
RIVERGLEN OF BRANDON HOMEOWNER'S
ASSOCIATION, INC.

Witnesses

Signature

Printed Name

[Handwritten Signature]
MARVIN R. YOUNG

By:

Wendy Bredell
Wendy Bredell, President

Signature

Printed Name

[Handwritten Signature]
MARVIN R. YOUNG

Attest:

Michael T. Babinec
Mike Babinec, Secretary

1995 NOV 15 PM 3:45

95268248

[Handwritten initials]

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 30th day of May, 1995, by Wendy Bredall and Mike Babinec of Riverglen of Brandon Homeowner's Association, Inc., a Florida corporation, on behalf of the corporation. They took an oath, and are personally known to me or have produced _____ as identification to be the President and Secretary of the corporation executing the foregoing instrument, and they acknowledged executing the same voluntarily under the authority duly vested in them by said corporation. If no type of identification is indicated, the above-named persons are personally known to me.

(SEAL)

Mary Ann Luallen
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

Mary Ann Luallen
Printed Name of Notary Public

My Commission Expires:

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**ADOPTED AMENDMENT TO BY-LAWS OF
RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC.**

The following amendments are necessary in order to merge the Associations into one operating entity, known as Riverglen of Brandon Homeowners' Association, Inc. All of the changes which follow are substantial changes to the respective Article; See existing Articles for present text:

1. The introductory paragraph of Article I, Section 1 is amended to read as follows:

Section 1. Definitions and Operation. Express reference is here made to the "Master Declaration of Covenants, Conditions, Restrictions and Easements of Riverglen and the Declarations of Covenants, Conditions, Restrictions and Easements of Unit 1 at Riverglen, Unit 2 at Riverglen and Unit 3 at Riverglen (hereinafter referred to collectively as the "Declarations") recorded or as additional units may be recorded in the Hillsborough County Public Records where necessary to interpret, construe and apply the provisions of these By-Laws, without limitation:

2. All references to the term "Declaration" are deleted and the word "Declarations" shall be substituted therefor.
3. Article I, Section 2 of the By-Laws is amended to read as follows:

Section 2. Membership and Voting Rights. Membership and voting rights in the Association are set forth in Article IV of the Articles and in Article III of the Master Declaration of Covenants, Conditions, Restrictions and Easements of Riverglen, and all votes of members as herein set forth shall be subject to the same, subject only to the following limitations:

(a) The members as described in the Declarations of each of the subdivision restrictions, or Unit Declarations (Units 1, 2 and 3 are in existence as of the effective date of this provision) shall be considered a separate class of members for purposes of eligibility for service on the Board of Directors.

4. Article II, Section 2 is amended to read as follows: Additions indicated by underlining; deletions indicated by ~~striking through~~:

Section 2. Meetings. The Association may meet every three months or more or less frequently, all as determined in the discretion of the Board of Directors. ~~on a regular basis at such date and at such time and place in Hillsborough County, Florida as the Board determines.~~

5. The provisions of Article III, Section 1 are amended to read as follows:

Section 1. Number and Composition. Except as expressly provided otherwise, all powers of this Association are exercised by or under the authority of, and the business and affairs of this Association are managed under the direction of the Board of Directors consisting of not less than three (3) or more than seven (7) members, who shall be Association members; provided, however, as long as there is Class B membership, directors need not be members of the Association. Each director continues in office until a successor has been elected and qualified, unless such director sooner dies, resigns, is removed or is disqualified or otherwise unable to serve.

6. The provisions of Article III, Section 5 are amended to read as follows: Substantial change to section; see present section for existing text.

Section 5. Nomination, Election and Removal. Upon the effective date of this provision, the Board shall consist of three (3) members. At the annual meeting immediately following the effective date of this provision, each subdivision shall have the right to elect one (1) person who shall serve as a director and be elected on an at-large basis. In the event that no member from a particular subdivision desires to run and serve on behalf of that subdivision, the position shall be considered an at-large position and may be filled by any member of the Association.

BY-LAWS
OF
RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

General

Section 1. Definitions and Operation. Express reference is here made to the "Master Declaration of Covenants, Conditions, Restrictions and Easements of RIVERGLEN (the "Declaration") recorded in the Hillsborough County Public Records where necessary to interpret, construe and apply the provisions of these By-Laws. Without limitation:

(a) Definitions. All terms defined in the Declaration have the same meaning when used in these By-Laws.

(b) Consistency. By adopting these By-Laws, the Board intends them to be consistent with the provisions of this Association's Articles of Incorporation (the "Articles") and with those of the Declaration.

(c) Conflict. These By-Laws are to be interpreted, construed and applied with the Articles and the Declaration to avoid inconsistencies or conflicting results, but, if such conflict necessarily results, the provisions of the Articles or the Declaration control anything to the contrary of these By-Laws.

Section 2. Membership and Voting Rights. Membership and voting rights in the Association are set forth in Articles IV of the Articles and in Article III of the Declaration and all votes of Members as herein set forth shall be subject to the same.

Section 3. Seal. This Association has a seal in circular form having within its circumference the words "RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC.," "Florida," and "Corporation Not for Profit 19 88 ," an impression of such seal appearing in the margin.

Section 4. Fiscal Year. This Association's fiscal year begins on the first day of January of each calendar year.

Section 5. No Vested Rights. No Member of this Association has any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of this Association, nor any right, interest, or privilege that is transferable or inheritable except as an incident to the transfer of title to such Member's Lots, as provided in Article III, Section 2, of the Declaration, and in Articles IV and IX of the Articles.

Section 6. Amendment. These By-Laws may be altered, amended, or rescinded in the manner set forth in Article VII of the Articles; provided, however, as long as there is Class B Membership, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments.

ARTICLE II

Members' Meetings

Section 1. Annual Meetings. The annual meeting of this Association is to be held each year within sixty (60) days preceding the beginning of the next ensuing fiscal year, on such date and at such time and place in Hillsborough County, Florida, as the Board determines.

Section 2. Quarterly Meetings. The Association shall also meet every three months on a regular basis at such date and at such time and place in Hillsborough County, Florida, as the Board determines.

Section 3. Special Meetings. Special Membership meetings may be called at any time by: (i) the President; or (ii) the Board; or (iii) by the written request of Members entitled to cast fifty percent (50%) of all votes eligible to be cast by the Members. The agenda at special meetings shall be confined to the subject matter for which the meeting was called.

Section 4. Notice. Written notice of each Members' meeting shall be given by or at the direction of the Secretary. All notices must specify the place, day, and hour of the meeting and, in the case of special meeting, its purpose.

Section 5. Manner of Notice. Notice of all meetings must be given at least fifteen (15) days in advance to each Member either by personal delivery or by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association. Such notice also must be given to Declarant. Mailing or delivery of notice to any co-owner of a Lot is effective upon all co-owners of such Lot, unless any co-owner has requested the Association in writing to give notice to such co-owner and furnished the Association with the address to which such notice may be given by mail.

Section 6. Proof of Notice. An affidavit by the person or persons actually giving notice of any meeting, and attested by the Secretary under this Association's seal, is conclusive upon any person without actual knowledge of any defect in notice as to the regularity of any notice.

Section 7. Waiver of Notice. Notice of any meeting may be waived in writing at any time before, at, or after such meeting; and neither the business transacted at, nor the purpose of, any regular or special meeting need be specified in any written waiver. A Member's attendance at any meeting constitutes a waiver of all defects in notice unless such Member expressly objects at the beginning of such meeting to the transaction of any business because the meeting is not regularly called.

Section 8. Quorum. The presence of Members entitled to cast one-half (1/2) of the votes eligible to be cast by the Membership constitutes a quorum for all purposes except consideration of any action which requires the presence of Members entitled to cast two-thirds (2/3) of the votes eligible to be cast by the Membership in which at least two-thirds (2/3) of the Members shall be present. Once established, a quorum is effective for

all purposes notwithstanding the subsequent withdrawal of Members. If the required quorum is not present at any meeting duly called, a majority of the Members present have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the required quorum is present, provided such adjournment is taken within one (1) hour following the scheduled time of the meeting.

Section 9. Adjournment. If a meeting otherwise duly called and convened with the requisite quorum present is adjourned to another time or place, notice of the adjourned meeting is not required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken; and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting without additional notice and without reconstituting a quorum.

Section 10. Record Date. Any notice of any meeting of the Membership must be given to each Member as shown upon the Association's books on the date such notice is given. Only those Members shown as Members in good standing upon the Association's books on the eleventh (11th) calendar day preceding a meeting are entitled to vote at such meeting, or its adjournment.

Section 11. Proxies. Any Member may vote in person or by proxy at any meeting. All proxies are revocable and terminate automatically upon conveyance of title to such Member's Lot. All proxies must be in writing, signed by the Member, and expire eleven (11) months from date unless otherwise expressly provided. A proxy is not revoked by incompetency or death until the Association receives written notice thereof. If a proxy confers authority upon two or more persons and does not otherwise provide a majority of such proxies present at the meeting or, if only one is present, then that one, may exercise all powers conferred by the proxy. A proxy expressly may provide for a right of substitution by written designation of the proxy holder. A Member represented by a valid proxy at any meeting is "present" for all purposes. All proxies must be filed with the

Secretary of the Association at least forty-eight (48) hours prior to the meeting to which they pertain, or they shall not be considered for that meeting.

Section 12. Membership List. At least ten (10) days prior to each membership meeting, a complete list of the Members entitled to vote at such meeting, and their respective addresses, must be kept on file at the Association's office, open to inspection by any Member. Such list also must be produced and kept open at the time and place of the meeting for inspection by any Member at any time during the meeting. In the absence of substantial compliance with the requirements of this Section, and upon the demand of any Member present, the meeting must be adjourned until such compliance occurs. If no such demand is made, failure to comply with the requirements of this section does not affect the validity of any action taken at such meeting.

Section 13. Voting Requirements. Every act and decision done or made by a majority of the Members present at a meeting duly called at which a quorum is present is the act of the Membership, except with respect to any action requiring two-thirds (2/3) vote of the membership, as to which the voting requirements of the applicable provision of the Articles or Declaration govern.

ARTICLE III

Board of Directors

Section 1. Number and Composition. Except as expressly provided otherwise, all powers of this Association are exercised by or under the authority of, and the business and affairs of this Association are managed under the direction of, a Board of Directors consisting of seven (7) members, who shall be Association Members; provided, however, as long as there is Class B membership, Directors need not be members of the Association. Each Director continues in office until a successor has been elected and qualified, unless such Director sooner dies, resigns, is removed, or is disqualified or otherwise unable to serve.

Section 2. Standard of Care. Each Director shall perform all duties as a Director, including duties as a committee member, (i) in good faith, (ii) in a manner such Director reasonably believes to be in the best interests of this Association, and (iii) with such care as an ordinarily prudent person in a similar position would exercise under similar circumstances.

Section 3. Reliance. A Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the following, unless such Director has actual knowledge that reliance is unjustified:

(a) Officers. One or more officers, employees, or managers of this Association whom the Director reasonably believes are reliable and competent in the matters presented.

(b) Professionals. Legal counsel, public accountants, or other persons as to matters which the Director reasonably believes are within such person's professional or exert competence.

(c) Committees. An Association committee upon which such Director does not serve, duly constituted pursuant to the Declaration, the Articles, or these By-Laws, as to matters within designated authority, which committee the Director reasonably believes merits confidence.

Section 4. Compensation. Any Director may be reimbursed by the Board for actual expenses incurred in the performance of such Director's duties; but no Director may be paid any compensation by this Association for any service rendered to this Association as a Director.

Section 5. Nomination, Election and Removal. Initially, all seven (7) Directors shall be appointed by the Declarant. The Declarant plans to create up to seven (7) separate Subdivisions within Riverglen. Each Subdivision shall have a neighborhood association as

set forth in Article VI, Section 1 of the Declaration. As each such neighborhood association is created such association shall have the right to elect one of its members to the Association's Board of Directors and concurrent therewith, one Director appointed by the Declarant shall resign. Each Director so elected by the neighborhood associations shall be elected by a vote of the neighborhood association's Board of Directors. Each such Subdivision electing a member to the Board of Directors of the Association, can remove its member with or without cause. If the Director dies, resigns, is removed, or is disqualified or otherwise unable to serve, the Board of Directors of the neighborhood association of the Subdivision electing said Director shall fill such vacancy. Any such elected Director serves only the unexpired term of his predecessor unless such appointee sooner dies, resigns, is removed, or is disqualified or is otherwise unable to serve. If upon completion of the development of Riverglen, there are more or less than seven (7) Subdivision created under said Article VI, Section 1, the number of directors shall be increased or decreased to correspond to the number of Subdivisions created.

ARTICLE IV

Directors' Meetings

Section 1. Regular Meetings. The Board shall meet regularly as and when necessary for the proper conduct of this Association's affairs, on such dates and at such time and place as are determined at the immediately preceding Board meeting or by standing Board resolution. If the date, time, and place of a regular meeting are not determined by standing resolution, three (3) days' prior notice is required to any Director who did not attend the meeting at which the date, time, and place of meeting was determined.

Section 2. Special Meeting. Special Board meetings must be held on not less than one (1) day prior notice to each Director when called by (i) the President; or (ii) by any three Directors.

Section 3. Quorum. Except where the provisions of the Declaration require action by a greater percentage, a majority of the Directors shall constitute a quorum for all purposes; and every act and decision done or made by a majority of the Directors present at a meeting duly called at which a quorum is present constitutes the act of the Board. Where any provision of the Declaration requires approval by two-thirds (2/3) of the Directors, the full Board constitutes a quorum for such action. Once established, a quorum is effective for all purposes, notwithstanding the subsequent withdrawal of one or more Directors.

Section 4. Conflict of Interest. No contract or other transaction between this Association and one or more of its Directors, or any entity in which one or more of this Association's Directors are directors, officers, or financially interested, is void or voidable because of such relationship or interest if:

(a) Board Disclosure. Such relationship or interest is disclosed or known to the Board of Directors that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the votes or consents of the interested Directors; or

(b) Membership. Such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve, or ratify such contract or transaction by the requisite vote or written consent; or

(c) Fairness. Such contract or transaction is fair and reasonable to the Association at the time it is authorized by the Board, or the Members.

Common or interested Directors may be present at the meeting of the Board or membership that authorizes, approves, or ratifies such contract or transaction and may be counted in determining the presence of a quorum at any such meeting without rendering the contract or transaction void or voidable.

Section 5. Adjournment. A majority of the Directors present at any meeting duly called, regardless of whether a quorum exists, may adjourn such meeting to another time and place, but notice of such adjourned meeting must be given to the Directors not present at the time of adjournment.

Section 6. Presence. Any Director present at a Board Meeting at which action on any matter is taken is presumed to have assented to such action unless such Director (i) votes against such action; or (ii) abstains from voting because of an asserted conflict of interest. A Director's presence at any meeting constitutes a waiver of notice of such meeting and of any and all objections to the place or time of such meeting, or the manner in which it has been called or convened, unless such Director at the beginning of such meeting objects to the transaction of business because the meeting is improperly called or convened.

Section 7. Informal Action. Any Board action that is required or permitted to be taken at a meeting may be taken without a meeting if a written consent to such action is signed by all members of the Board and filed in the minutes of the Board's proceedings. Directors are deemed present at any meeting for all purposes if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other.

ARTICLE V

Powers of Board of Directors

Section 1. General. The Board has the power to exercise for and on behalf of this Association all powers, duties, and privileges vested in or delegated to this Association and not reserved to its Members by any provision of these By-Laws, the Articles, or the Declaration. Without limitation, the Board may employ all managers, independent contractors, professional advisors, and employees and agents as the Board deems advisable and prescribe their duties and fix their compensation, if any.

Section 2. Rules and Regulations. The Board has the power from time to time to adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of all or any portion of the Common Area and the Association's activities, or either, so long as such rules and regulations are consistent with the rights and duties established by the Articles and the Declaration.

Section 3. Enforcement. For violation of any of its rules or regulations, the Board may: (i) suspend any Members right to services or privileges provided by this Association; or (ii) require any Member to make restitution to this Association for any loss resulting from any violation; or (iii) both.

Section 4. Suspension of Membership Rights. The Board is authorized, without prior notice, to suspend any Member's voting rights and right to services or privileges provided by this Association, or either, during any period in which such Member is more than thirty (30) days in default in payment of any assessment levied by this Association.

Section 5. Special Assessments. The Board has the power to determine what, if any, assessments are to be levied pursuant to Article IV of the Declaration.

Section 6. Indemnification. The Board has the power to provide indemnification for this Association's officers, directors, employees (including volunteer employees), agents, and Members to the extent and in the manner from time to time permitted by the laws of the State of Florida, except that the Board cannot provide such indemnification for criminal, intention, or willful misconduct. Except to the extent such determination from time to time is reserved to the membership by the laws of the State of Florida, the Board's determination to provide or refuse indemnification is conclusive.

Section 7. Vacancies. The Board has the power to declare the office of any Director vacant if such Director is absent from three (3) consecutive Board meetings without justification or excuse.

ARTICLE VI

Duties of Board of Directors

Section 1. General. The Board shall supervise all of the Association's officers, agents, employees (including volunteer employees), committees and contractors and sees that their respective duties are properly performed. The Board shall otherwise manage the affairs of this Association as provided in these By-Laws, the Articles, and the Declaration.

Section 2. Assessments. The Board shall enforce collection of all assessments owed this Association that remain unpaid for a period of thirty (30) days by foreclosure, suit, or such other lawful procedure as the Board deems advisable, in addition to imposing the sanctions provided by Article V, Section 4, of these By-Laws.

Section 3. Estoppel Certificates. Upon request by any interested person, the Board shall cause an appropriate Association officer to issue a certificate as to the status of assessments or Architectural Control, or both, with respect of any Lot. Such certificates shall bind this Association as of the date of issuance when properly executed by an appropriate officer. The Board may make a reasonable, uniform charge for issuing such certificates.

Section 4. Financial. With the assistance of this Association's Treasurer, the Board shall prepare an annual budget and financial statements for presentation to the Membership at each annual meeting. The Board also must present a current statement of income and expense when requested in writing by Members entitled to cast at least twenty percent (20%) of the Membership votes outstanding. As and when necessary or appropriate, or when requested by the Membership, the Board from time to time also will cause an audit of this Association's financial affairs to be made by an independent accountant.

Section 5. Insurance. The Board shall procure and maintain in force and effect at all times insurance in compliance with the requirements of the Declaration. The Board also must cause all persons or entities employed, authorized, or contracted with to collect, disburse, and manage this Association's funds, including this Association's officers, directors, and uncompensated volunteers, to be bonded or insured with standard fidelity and errors and omissions coverage for the benefit of this Association. The premiums for the foregoing shall be paid from Association funds.

Section 6. Management. The Board may contract with the Declarant or any other person to manage the Association's affairs, in whole or in part; but no such management contract may be for a term longer than one year and must be terminable by the Association for cause upon not more than thirty (30) days' prior written notice.

ARTICLE VII

Books and Records

Section 1. Records Enumerated. This Association must keep correct and complete (i) books and records of account; (ii) minutes of the proceedings of its Members and the Board; and (iii) a Membership Record.

Section 2. Formality. No particular formality is required for the minutes of the proceedings of this Association, as long as the nature of the action taken or defeated reasonably can be determined from such record. Failure to maintain proper minutes of any proceeding does not affect its validity if all requirements for any action taken in fact were met.

Section 3. Membership Record. This Association's Membership Record must show (i) the name of each Owner and Co-Owner, if any, (ii) a proper legal description of such Owner's Lot, (iii) whether such Owner's membership is in good standing, and (iv) the address to which notice is to be given such Owner pursuant to these By-Laws.

Section 4. Book of Resolutions. All resolutions of the membership or Board, having more than temporary effect shall be compiled from time to time into a Book of Resolutions and topically indexed for the future guidance of this Association's directors, officers, and members.

Section 5. Inspection. All books, records, and papers of this Association are open at all times during reasonable business hours for inspection and copying by any Owner, Member, or by the Declarant. Such right of inspection may be exercised personally or by one or more representatives. Upon request, the Association also will furnish to any Owner, Member or the Declarant copies (certified, if requested) of any and all of its books, records, and other papers. The Association may make a reasonable, uniform charge for such copies and certification.

ARTICLE VIII

Officers

Section 1. Enumeration. This Association's regular Officers are a President, Vice President, Secretary and Treasurer, who are elected, at the first Board meeting following each annual meeting, for a term of one year, and until their respective successors are elected and qualified, unless any such officer sooner dies, resigns, is removed, or is disqualified or otherwise unable to serve. Officers must be members of the Board of Directors.

Section 2. Special Offices. The Board may appoint such other officers as it deems advisable, each of whom will hold such offices for such period, have such authority, and perform such duties as the Board from time to time determines.

Section 3. Resignation and Removal. Any officer may be removed by the Board with or without cause. A resignation of any office need not be accepted to be effective. Vacancies are filled by Board appointment.

Section 4. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person simultaneously may hold more than one other regular office, but any regular officer also may hold one or more special offices.

Section 5. Duties. The duties of the regular officers are as follows:

(a) President. The President: (i) is entitled to preside at all meetings of the Board and the Membership; (ii) sees that orders and resolutions of the Board are carried out; and (iii) signs all leases, mortgages, deeds, and other written instruments, and co-signs all checks and promissory notes.

(b) Vice President. The Vice President shall act in place of the President if the President is absent, unable or refuses to act.

(c) Secretary. The Secretary: (i) records the votes and keeps the minutes of all meetings and proceedings of the Board and the Members; (ii) keeps the corporate seal of this Association and affixes it on all instruments requiring it; (iii) gives notice of all meetings of the Board and Membership; and (iv) keeps the Membership Record as provided in Article VII, Section 3, of these By-Laws.

(d) Treasurer. The Treasurer: (i) causes the receipt and deposit into appropriate bank accounts of all Association monies and disburses such funds as directed by the Board; (ii) signs all checks and promissory notes of this Association; (iii) keeps proper books of account; (iv) with the assistance of the Board, prepares an annual budget and a statement of income and expense for presentation to the membership at its annual meeting; and (v) reports to the Association on a quarterly basis as to the financial status of the Association.

Additionally, any officer may exercise such other powers, and discharge such other duties, as the Board from time to time may require or permit.

ARTICLE IX

Procedure

Roberts Rules of Order (latest edition) shall govern the proceedings of meetings of the Association, the Board of Directors and its Committees.

ATTESTATION

IN WITNESS WHEREOF, the undersigned have signed this document for the purpose of authenticating it as the By-Laws of RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, as adopted by its Board of Directors this 14 day of July, 19 88.

